

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

.....

Advanced Closure Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting of the Board of Directors, adopted a resolution proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Amended and Restated Certificate of Incorporation of Advanced Closure Systems, Inc. be amended by changing the first Article thereof so that, as amended, said Article shall be and read as follows:

"ONE The name of this corporation is NeoMend, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 of the General Corporation Law of the State of Delaware.

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WILSON SONS INC + 914087370190

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NO. 306 P004/006

IN WITNESS WHEREOF, the corporation has caused this Certificate to be signed by its
President, this 9 day of March, 2000.

By: 

Timothy C. Mills, President

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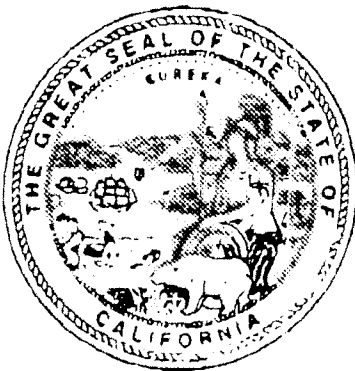
State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

Bill Jones

Secretary of State

A0542783

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 31 2000

ARL JONES, Secretary of State

AMENDED STATEMENT BY
FOREIGN CORPORATION

NeoMend, Inc.

Name of Corporation

_____, a corporation organized
and existing under the laws of Delaware, and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was Advanced Closure Systems, Inc

NeoMend, Inc.

(Name of Corporation)

(Signature of Corporate Officer)

David A. Saul, Asst. Secretary
Carol McCaffrey, Secretary

(Typed Name and Title of Officer Signing)

